

APR 1 1 1994 -11 45 AM

LINDELL BANK & TRUST COMPANY**The Bank of Personal Service**

Member FDIC

6900 CLAYTON AVENUE
314 / 645-77002745 NO. GRAND BLVD.
314 / 652-6600RECORDATION NO. 18321-E FILED 1425

APR 1 1 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

Reply to:
P.O. BOX 211
ST. LOUIS, MO
63166-0211

March 22, 1994

0100178058

RECORDATION NO. 18321-G FILED 1425

APR 1 1 1994 -11 45 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Room 2303
Washington, DC 20422
Attn: Mildred Lee

Re: Southern Illinois Railcar

Dear Ms. Lee:

I spoke with you yesterday about this filing - hopefully, I have everything you need. On March 10, 1994 we executed a lien to Southern Illinois Railcar secured by a Security Agreement on 94 railcars. The 94 railcars were acquired in three phases:

1. 40 cars which we already recorded our lien with you on July 23, 1993 - Recordation No. 18321.
2. 35 cars which we previously attempted to record a lien with you on December 6, 1993. Apparently our correspondence was lost in the mail as you have not received it. The following information pertains to these railcars:

Seller: Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3500
San Francisco, CA 94111
Attn: President

Buyer: Southern Illinois Railcar Company
One Mark Twain Plaza, Suite 225
Edwardsville, Illinois 62025
Attn: Fred Parsons, President

RECEIVED
OFFICE OF THE
SECRETARY
APR 11 11 43 AM '94
LICENSING BRANCH

Interstate Commerce Commission
March 22, 1994
Page 2

Lender: Lindell Bank & Trust company
P.O. Box 211
St. Louis, Mo 63166
Attn: James C. Seitz, Executive Vice President

Attached are copies of the Bill of Sale and Certification.

3. 19 cars which are currently owned by Southern Illinois Railcar and do not have a lien on them. The following information pertains to these railcars:

Seller: Various - invoices attached

Buyer: Southern Illinois Railcar Company
One Mark Twain Plaza
Edwardsville, Illinois 62025
Attn: Fred Parsons, President

Lender: Lindell Bank & Trust Company
P.O. Box 211
St. Louis, Mo 63166
Attn: James C. Seitz, Executive Vice President

In summary, we need to record our lien on the 54 cars described in No.2 and No. 3 above. The following documents are enclosed:

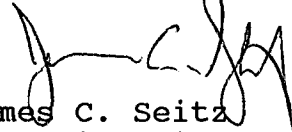
- Notarized copy of the Security Agreement dated March 10, 1994 - 2 copies
\$18.00
- Notarized copy of Certification and Bill of Sale between Helm and Southern Illinois Railcar dated November 30, 1993 - 2 copies (No. 2 above)
\$18.00
- Notarized copy of Certification dated March 10, 1994 along with copies of Bills of Sale - 2 copies (No. 3 above)
\$18.00
- Check for \$54.00 to cover the cost of recording.

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Please acknowledge receipt of these documents by signing the enclosed copy of this letter and returning it to me in the envelope provided, along with our recording information for this filing.

Thank you for your assistance with this filing. If you have any questions or require additional information, please call me at (314) 645-7700.

Very truly yours,



James C. Seitz
Executive Vice President

RECEIPT OF THIS LETTER IS HEREBY ACKNOWLEDGED, AND IT'S CONTENTS ACCEPTED.

BY: _____

DATE: _____

Interstate Commerce Commission

Washington, D.C. 20423

April 11, 1994

OFFICE OF THE SECRETARY

**James C. Seitz, Executive Vice President
Lindell Bank & Trust Company
P. O. Box 211
St. Louis MO 63166-0211**

Dear Mr. Seitz:

**The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on April 11, 1994 at 11:45AM, and assigned
recording number(s). 18321-E, 18321-F, 18321-G.**

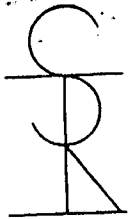
Sincerely yours,

**Secretary
SIDNEY L. STRICKLAND, JR.**

Enclosure(s)

APR 11 1994 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

One Mark Twain Plaza, Suite #225
Edwardsville, IL 62025-1959Fred L. Parsons
President
(618) 656-2200
FAX (618) 656-2369Southern
Illinois
Railcar Co.

CERTIFICATION

I, the undersigned, on behalf of Southern Illinois Railcar Company, do hereby certify that the attached documents are true and accurate Bills of Sale.

<u>VENDOR</u>	<u>DATE</u>	<u>BILL NUMBER</u>
SOO Line R.R.	5/11/93	0678-02-6393
SOO Line R.R.	3/29/93	0478-02-0793
SOO Line R.R.	1/28/93	0278-03-1993
CSX Transp.	6/19/92	2K65671
Rail Trusts	7/21/93	

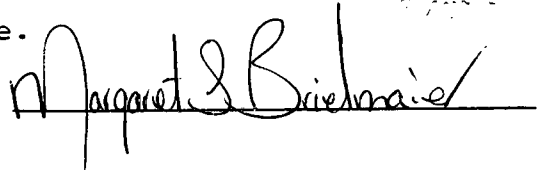
SOUTHERN ILLINOIS RAILCAR COMPANY

BY: 

FRED L. PARSONS, PRESIDENT

DATE: 03/10/94

Sworn and Subscribed before me this date.

MARGARET S. BRIELMAIER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 5/16/95
ST. LOUIS COUNTY

ORIGINAL

SBD

LOCATION: VARIOUS XX

CONTRACT DATE 05/12/92

BILL MASTER KEY OP 922090 00
PREPARED BY M L KOLSCHER
BILLEE CODE S018952

RECEIVED
7-22-92

SALE OF FREIGHT CARS

(CASH) SECONDHAND FREIGHT CAR (S)

ROLLING STOCK

CAR #	DATE	RATE	AMOUNT
SBD 249088✓	06/15/92	\$8,250.00	\$8,250.00
LN 250002✓	06/15/92	\$8,250.00	\$8,250.00
✓ LN 038880	06/15/92	\$2,700.00 - SIRC	\$2,700.00
CSXT203151✓	06/15/92	\$6,811.00	\$6,811.00
CSXT201063	06/15/92	\$2,700.00 - SIRC	\$2,700.00
CO 002765✓	06/15/92	\$6,811.00	\$6,811.00
CO 002432✓	06/15/92	\$4,000.00	\$4,000.00
CO 002417✓	06/15/92	\$4,000.00	\$4,000.00
BO 603917✓	06/15/92	\$4,000.00	\$4,000.00
CO 002250✓	06/15/92	\$2,700.00 - SIRC	\$2,700.00

AMOUNT DUE \$50,222.00

7-24-92
AT
151

CUSTOMER NAME & ADDRESS

AUDIT MONTH
06/92

PLEASE USE THIS
NUMBER ON ALL
CORRESPONDENCE **

BILL NUMBER
2K65671

SOUTHERN ILLINOIS RAILCAR
120 W MARKET
P O BOX 288
TROY

IL 622940000

PLEASE DIRECT QUESTIONS TO

K. A. GILLIAM
100 N CHARLES ST - B08F
BALTIMORE MD 21201-3889
(410) 237-2769

REMIT TO:

CSX TRANSPORTATION
SECTION #977
LOUISVILLE KY 40289
WITH COPY OF BILL

DUE DATE

07/19/92

AMOUNT DUE

\$50,222.00

CP Rail System
SOO LINE RAILROAD COMPANY

ORIGINAL

0678-02-6393

BILL NO. _____
(QUOTE WHEN REMITTING)

DATE MADE May 11, 1993

Southern Illinois Railcar Co.
P. O. Box 288
120 W. Market
Troy, IL 62294

REMIT TO: TREASURER
SOO LINE RAILROAD COMPANY
P.O. BOX 530
MINNEAPOLIS, MN 55440

RECEIVED
6-11-93

DESCRIPTION

AMOUNT

TERMS: Net Cash 20 Days

SALE ORDER NO. 622

For (6) Scrap Freight Cars for Dismantling only,
Scheduled for retirement sold to you on Nov. 11, 1992
FOB: Chicago, IL

CAR NO.	TYPE	MET.WGT.GT	PRICE EACH	TOTAL AMOUNT
MILW 97002 ✓	CHOP		2600.00	2600.00
MILW 97056	CHOP		2600.00	2600.00
MILW 97199 ✓	CHOP		2600.00	2600.00
SOO 69260 ✓	CHOP		2600.00	2600.00
SOO 80014 A	CHOP		2600.00	2600.00
SOO 80014 B	CHOP		2600.00	2600.00
			\$ 15,600.00	\$ 15,600.00

Total number of cars (6)

952 Salvage from
Dismantled Eqpt.

*OK'd
5/12
6/11/93*
*151
6/11/93*

FOR FURTHER INFORMATION ADDRESS:

MANAGER - GENERAL DISBURSEMENTS &
MATERIAL ACCOUNTING
CP RAIL SYSTEM
P.O. BOX 530
MINNEAPOLIS, MN 55440

CP Rail System

SOO LINE RAILROAD COMPANY

ORIGINAL

RECEIVED
4-8-93

0478-02-0793

BILL NO. (QUOTE WHEN REMITTING)

DATE MADE March 29, 1993

REMIT TO:

TREASURER
SOO LINE RAILROAD COMPANY
P.O. BOX 530
MINNEAPOLIS, MN 55440

Southern Illinois Railcar Co.
120 W. Market
P.O. Box 288
Troy, IL 62294

DESCRIPTION

AMOUNT

TERMS: Net Cash 20 Days

SALE ORDER NO. 622

For (1) Scrap freight Car for Dismantling only,
Scheduled for retirement sold to you on Nov. 11, 1992
FOB: Chicago, IL

CAR NO:	TYPE	MET. WGT.	GT	PRICE EACH	TOTAL AMOUNT
MILW 97166 ✓	HOPPER			2,600.00	\$ 2,600.00
SOO 80008A ✓	HOPPER			2,600.00	2,600.00
SOO 80008B	HOPPER			2,600.00	2,600.00
TOTAL					\$ 7,800.00

TOTAL NUMBER OF CARS (1)

952 SALVAGE from
Dismantled Egpt.

File - 2900000?
CARS
Yes
Per DW 4/8/93
A/C 152
4/9/93
A/C 151

FOR FURTHER INFORMATION ADDRESS:

MANAGER - GENERAL DISBURSEMENTS &
MATERIAL ACCOUNTING
CP RAIL SYSTEM
P.O. BOX 530
MINNEAPOLIS, MN 55440

SOO LINE RAILROAD COMPANY

ORIGINAL

0278-03-1993

BILL NO. _____
(QUOTE WHEN REMITTING)

DATE MADE Jan. 28, 1993

Southern Illinois Railcar Co.

~~P. O. Box 288~~
~~120 W. Market~~
~~Troy, IL 62204~~

REMIT TO: TREASURER
SOO LINE RAILROAD COMPANY
P.O. BOX 530
MINNEAPOLIS, MN 55440

DESCRIPTION

AMOUNT

TERMS: Net Cash 20 Days

SALE ORDER NO. 622

For (8) Scrap Freight Cars for Dismantling only,

Scheduled for retirement sold to you on Nov. 11, 1992

FOB: Chicago, IL

1 EA. Scrap Freight Car - MILW 97011	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - MILW 97016	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - MILW 97152 ✓	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - MILW 99875	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - MILW 99958	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - SOO 69217	CHop	\$ 2,600.00
1 EA. Scrap Freight Car - SOO 80001 A-END	Hop	\$ 2,600.00
1 EA. Scrap Freight Car - SOO 80001 B-END	Hop	\$ 2,600.00

\$ 20,800.00

Total number of cars (8)

OK
mp

BR

A/C
151

952 Salvage from
Dismantled Eqpt.

952 Salvage from
Dismantled Eqpt.

FOR FURTHER INFORMATION ADDRESS:

MANAGER - GENERAL DISBURSEMENTS &
MATERIAL ACCOUNTING
SOO LINE RAILROAD COMPANY
P.O. BOX 530
MINNEAPOLIS, MN 55440

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Rail Trusts Equipment, Inc., a Florida corporation (herein "Seller"), owner of the full legal and beneficial title of the equipment described below (herein the "Equipment"):

BSMX 47068	Sold BSMX 47074	BSMX 47081	BSMX 47088
Sold BSMX 47070	BSMX 47075	BSMX 47082	BSMX 47089
BSMX 47071	Sold BSMX 47077	BSMX 47085	BSMX 47090
BSMX 47072	Sold BSMX 47078	BSMX 47086	BSMX 47091
BSMX 47073	BSMX 47080	Sold BSMX 47087	

does hereby sell, grant and deliver all its right, title and interest in and to said Equipment unto Southern Illinois Railcar Co. (herein "Purchaser") and its successors and assigns, to have and to hold said Equipment forever. THE EQUIPMENT IS SOLD "AS IS."

Seller does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend title to and the sale of the Equipment unto Purchaser, its successors and assigns against all and every person and persons whosoever lawfully claiming or laying claim to the same.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT, HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, we have set our hand and seal July 21, 1993.

Rail Trusts Equipment, Inc:

By: [Signature]

Its: Vice President
Title

ATTEST:

By: [Signature]

Identification Provided, Personally Known, He Did Not Take An Oath.

SWORN AND SUBSCRIBED BEFORE ME THIS 21st day of July, 1993.

NOTARY: [Signature]
Shelly B. Fielding

